

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

ALLIANCE GAMING CORPORATION

(Registration)_____

EIGHTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on February 8, 1995, and before the Nevada Gaming Commission ("Commission") on February 23, 1995, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the application of United Gaming, Inc. for an amendment to its Order of Registration to reflect the corporate name change from United Gaming, Inc. to Alliance Gaming Corporation has have been filed:

2. THAT the Seventh Revised Order of Registration of United Gaming, Inc., dated June 23, 1994, is hereby amended and restated, in its entirety, by this Eighth Revised Order of Registration.

3. THAT Alliance Gaming Corporation is registered as a publicly traded corporation and found suitable as the sole stockholder of APT Games, Inc. and Casino Electronics, Inc.

4. THAT APT Games, Inc. is registered as an intermediary company and found suitable as the sole stockholder of United Coin Machine Co., APT Coin Machines, Inc., Mizpah Investments, Inc., Plantation Investments, Inc., Trolley Stop, Inc., WCAL, Inc. and Slot Palace, Inc.

5. THAT United Coin Machine Co., subject to such conditions or limitations as may be imposed by the Commission, is licensed as a manufacturer, distributor and an operator of a slot machine route, and to conduct nonrestricted gaming operations (slot machines only) at the following locations:

Royal Hotel and Casino, 99 Convention Center Drive, Las Vegas; and
Miss Lucy's Gambling Hall & Saloon, 129 North Third Street, Las Vegas.

6. THAT APT Coin Machines, Inc. is licensed as an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Plantation Investments, Inc., dba Plantation Station Gambling Hall, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2121 Victorian Avenue, Sparks, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Trolley Stop, Inc., dba Trolley Stop Casino, is licensed to conduct nonrestricted gaming operations (slot machines only) at 207 North Third Street, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Mizpah Investments, Inc., dba Mizpah Casino, is licensed to conduct nonrestricted gaming operations (slot machines only) at 100 Main Street, Tonopah, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT WCAL, Inc. is registered as an intermediary company and found suitable as the sole stockholder of FCJI, Inc.

11. THAT FCJI, Inc., dba Rebel Pub & Grub and Beef & Brew Steakhouse & Pub, subject to such conditions or limitations as may be imposed by the Commission, is licensed to

conduct restricted gaming operations at 1131 East Tropicana, #G, Las Vegas; and 1854 East Charleston Boulevard, Las Vegas, respectively.

12. THAT FCJI, INC. dba One-Eyed Jacks #4, is licensed to conduct nonrestricted gaming operations (slot machines only) at 2823 North Green Valley Parkway, #D, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT FCJI, Inc., dba JJ's Sierra Saloon, is licensed to conduct nonrestricted gaming operations (slot machines only) at 4350 North Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Slot Palace, Inc., dba Quality Inn & Casino, is licensed to conduct nonrestricted gaming operations at 377 East Flamingo Road, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT Casino Electronics, Inc. is licensed as an operator of a slot machine route and as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT all voting securities of Alliance Gaming Corporation shall each bear a statement which shall be substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010, et. seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

17. THAT Alliance Gaming Corporation shall provide written notification to the Chairman of the Board of any offer by the Board of Directors to sell any equity security, as defined by NRS 463.484, and except for public offerings subject to NGC Regulations 16.110 or 16.115, grants of stock options to officers, directors and employees under a bona fide stock option plan and issuances of common stock upon the exercise of such stock options, any sale of any equity security, as defined by NRS 463.484, shall be void without the prior administrative approval of the Chairman of the Board or his designee. Such approval is deemed granted if an application for the same has been filed with the Chairman of the Board for 30 days and he has not ordered an acceleration or extension of time, or issued a stop order during such period.

18. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause pertaining to any equity security subject to paragraph 17 above. Any stop order so issued may be reviewed by the Commission in accordance with NGC Regulation 16.040.

19. THAT Kirkland Investment Corporation has been approved, pursuant to NGC Regulation 16.200, to acquire control of Alliance Gaming Corporation (f/k/a United Gaming, Inc.) and shall be deemed a controlling person of Alliance Gaming Corporation.

20. THAT Kirkland-Ft. Worth Investment Partners, L.P. is found suitable, pursuant to NRS 463.643(3), to beneficially own more than 10% of the common stock of Alliance Gaming Corporation.

21. THAT the administrative approval of the Chairman of the Board, or his designee, shall be received before any change in the ownership or operational structure of Kirkland-Ft. Worth Investment Partners, L.P. or Kirkland Investment Corporation shall be effective.

22. No limited partner of Kirkland Investors, L.P. shall have any involvement in the management of Kirkland-Ft. Worth Investment Partners, L.P., or Kirkland Investment Corporation related to Alliance Gaming Corporation, or its subsidiaries, without the prior

approval of the Chairman of the Board or a finding of suitability by the Commission, as appropriate.

23. THAT Alliance Gaming Corporation's presently existing Gaming Compliance Program Plan, and its members, has been submitted to the Chairman of the Board for administrative review and approval. Any amendments to the Gaming Compliance Program plan shall be administratively reviewed and approved by the Chairman of the Board, or his designee. The Gaming Compliance Program shall not be terminated without the prior administrative approval of the Chairman of the Board, or his designee.

24. THAT Alliance Gaming Corporation shall fund and maintain with the Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Alliance Gaming Corporation, United Coin Machine Co., APT Games, Inc., Mizpah Investments, Inc., Plantation Investments, Inc., Trolley Stop, Inc., APT Coin Machines, Inc., Casino Electronics, Inc., WCAL, Inc., FCJI, Inc. and their affiliated entities, and Kirkland-Ft. Worth Investment Partners, L.P., Kirkland Investment Corporation and their affiliated entities.

25. THAT pursuant to NRS 463.625, Alliance Gaming Corporation is exempted from compliance with subsections 1, 2, 6, and 7 of NRS 463.585, and NRS 463.595 through NRS 463.645, inclusive.

26. THAT Alliance Gaming Corporation is exempted from NGC Regulation 15, except for the provisions of NGC Regulations 15.585.3-1, 15.585.3-2 and 15.585.4-1, and shall instead comply with NGC Regulation 16.

27. THAT the Commission hereby expressly finds that the exemptions granted hereinabove are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 23rd day of February 1995.